

RECORDATION NO. 22845-WLW FILED

APR 25 '12 -4 15 PM

SURFACE TRANSPORTATION BOARD

# FIRST UNION RAIL

One O'hare Centre  
6250 River Rd, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588  
www.firstunionrail.com

VIA UPS 2<sup>nd</sup> DAY AIR

April 23, 2012

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated January 20, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 22845.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 N. River Road, Suite 5000  
Rosemont, IL 60018

Lessee: BNSF Railway Company  
2650 Lou Menk Drive  
1<sup>st</sup> Floor  
Ft. Worth, TX 76131-2830

A description of the railroad equipment covered by the enclosed document is for one hundred twenty (120) box cars having SMW marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne  
Senior Documentation Specialist

Enclosures

(BNSF226)

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ASSGN. NO. BNSF226

## MEMORANDUM OF LEASE

SURFACE MINING RECLAMATION BOARD

20 THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the day of January, 2012 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation and BNSF Railway Company ("Lessee"), a Delaware corporation.

## WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Full Service Lease Agreement (the "Lease"), dated as of July 1, 1995, as amended as of April 1, 2002, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 165 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 20, 2012, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

## LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: John J. Thomas

Name:

JOHN J. THOMAS  
PRESIDENT

Title:

By: Susan Grokulska

Name: SUSAN GROKULSKY

Title: ASSISTANT DIRECTOR  
OF DOCUMENTATIONExecuted on this 23<sup>rd</sup> day of January, 2012.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

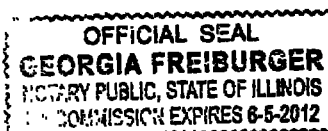
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that JOHN personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 23<sup>rd</sup> day of January, 2012

Notary Public

My Commission Expires:

6-2012  
(Notary Public)



LESSEE:

BNSF RAILWAY COMPANY

By: Richard A. Margl

Name: RICHARD A. MARGL

Title: ASST. V.P. CARLOAD EQPT

ATTEST:

By: Jeffrey T. Williams

Name: Jeffrey T. Williams

Title: Assistant Secretary Executed on this 20th day of January, 2012.

[CORPORATE SEAL]



STATE OF Texas

COUNTY OF Tarrant

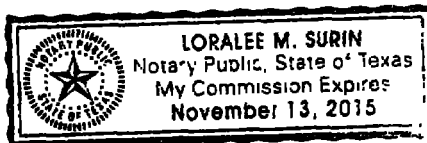
I, Loralee M. Surin, a Notary Public of the County and State  
aforesaid, certify that RICHARD A. MARGL personally appeared before me this day and  
acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 20th day of January, 2012.

Loralee M. Surin  
Notary Public

Commission Expires:

Nov 13, 2015  
(Notary Public)



# EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred twenty (120)

DESCRIPTION OF CARS: Box Cars

CAR NUMBERS:

1 SMW 558470	31 SMW 558645	61 SMW 558702	91 SMW 558747
2 SMW 558480	32 SMW 558646	62 SMW 558704	92 SMW 558748
3 SMW 558483	33 SMW 558648	63 SMW 558705	93 SMW 558750
4 SMW 558493	34 SMW 558650	64 SMW 558706	94 SMW 558751
5 SMW 558499	35 SMW 558651	65 SMW 558712	95 SMW 558755
6 SMW 558500	36 SMW 558655	66 SMW 558713	96 SMW 558756
7 SMW 558600	37 SMW 558656	67 SMW 558716	97 SMW 558757
8 SMW 558603	38 SMW 558657	68 SMW 558717	98 SMW 558759
9 SMW 558604	39 SMW 558658	69 SMW 558719	99 SMW 558760
10 SMW 558605	40 SMW 558659	70 SMW 558720	100 SMW 558761
11 SMW 558606	41 SMW 558660	71 SMW 558721	101 SMW 558762
12 SMW 558607	42 SMW 558661	72 SMW 558722	102 SMW 558764
13 SMW 558609	43 SMW 558663	73 SMW 558724	103 SMW 558765
14 SMW 558614	44 SMW 558665	74 SMW 558725	104 SMW 558767
15 SMW 558615	45 SMW 558669	75 SMW 558726	105 SMW 558768
16 SMW 558617	46 SMW 558673	76 SMW 558728	106 SMW 558770
17 SMW 558618	47 SMW 558677	77 SMW 558732	107 SMW 558771
18 SMW 558621	48 SMW 558678	78 SMW 558733	108 SMW 558772
19 SMW 558623	49 SMW 558680	79 SMW 558734	109 SMW 558775
20 SMW 558626	50 SMW 558682	80 SMW 558735	110 SMW 558776
21 SMW 558627	51 SMW 558684	81 SMW 558736	111 SMW 558777
22 SMW 558629	52 SMW 558689	82 SMW 558737	112 SMW 558778
23 SMW 558630	53 SMW 558691	83 SMW 558738	113 SMW 558779
24 SMW 558631	54 SMW 558692	84 SMW 558739	114 SMW 558781
25 SMW 558633	55 SMW 558693	85 SMW 558740	115 SMW 558784
26 SMW 558636	56 SMW 558694	86 SMW 558741	116 SMW 558785
27 SMW 558637	57 SMW 558696	87 SMW 558742	117 SMW 558788
28 SMW 558638	58 SMW 558697	88 SMW 558743	118 SMW 558789
29 SMW 558640	59 SMW 558698	89 SMW 558745	119 SMW 558795
30 SMW 558643	60 SMW 558700	90 SMW 558746	120 SMW 558798